

Sample Indiana Main Street completed annual report

**This is a sample report to use as a guide ONLY.*

Contact Information

Organization Name: Downtown Main Street

Contact Name: Shae Kmicikewycz, Program Manager

Address: One North Capitol Avenue, Suite 600; Indianapolis, IN 46204

Email: skmicikewycz@downtownmainstreet.org

Phone Number: 317-232-8910 or cell 317-416-1060

Organizational Structure

**Please refer to step by step guide beginning on page 7 for clarification on any of the below questions.*

How is your Main Street organization legally set up? **Example would be as a 501(c)3, 501(c)4, 501(c)6*
501(c)3

If your organization is not legally set up, please list the umbrella or partner organization the Main Street program is housed:

Board

**Please refer to the completed sample mid year report attachment.*

1. Please include the following in attachment A:
 - a. A current list of board members
 - b. Job description, if you have one, for board members and officers of the board
 - c. A list of regular meeting dates for the board of directors
 - d. One (1) board agenda from January-December 2015
 - e. One (1) board meeting minutes from January-December 2015

Committees

**Please refer to the completed sample mid year report attachment.*

2. Please include the following in attachment B:
 - a. List of committees for the organization
 - b. List of committee meeting dates
 - c. One (1) agenda for EACH committee from January-December 2015
 - d. One (1) set of minutes for EACH committee from January-December 2015

Organizational Documents

**Please refer to the completed sample mid year report attachment.*

3. Please include the following in attachment C:
 - a. 2015 and project 2016 work plan
 - b. 2015 and projected 2016 budget for the organization
 - c. Mission statement for the organization
 - d. A current copy of the organization's by-laws

Attachment A: Board

Downtown Main Street Board of Directors

Tom Byers, President
NPC Bank
1414 Lake Drive
Downtown, IN 41414
317-252-8293

Alice Redding
1414 Utah Drive
Downtown, IN 41414
317-952-9874

Shirley Maxwell, Vice President
Antiques R Us
103 N Main Street
Downtown, IN 41414
317-952-9685

Dominic Hanson
Downtown University
1298 University Blvd.
Downtown, IN 41414
317-952-0601

Devon Lyman, Treasurer
Baldwin CPA, LLC
232 N Madison Street
Downtown, IN 41414
317-952-5263

Abby Lucas
Key Gate Manufacturing
1435 Manufacturing Way
Downtown, IN 41414
317-952-8545

Hilery Thomas, Secretary
Thomas Designs
112 S 10th Street
Downtown, IN 41414
317-952-1111

Ex-officio members:
Mayor Susan Holt
140 N Ohio Street
Downtown, IN 41414
317-952-0001

Bill Bowman
Downtown Schools Superintendent
1212 Downtown Way
Downtown, IN 41414
317-952-3000

Beverly Right
Downtown Chamber of Commerce
51 Chamber Drive
Downtown, IN 41414
317-952-2500

Larry Nickels
Nickels Realty
100 N Market Street
Downtown, IN 41414
317-952-7878

Paul Stevens
Downtown Economic Development
Organization
150 Economic Road
Downtown, IN 41414
317-952-5555

Sally Mae Arnold
Sally's Restaurant
545 N 8th Street
Downtown, IN 41414
317-952-1336

Aaron Nightly
Downtown County Commissioner
140 Progress Way
Downtown, IN 41414
317-952-8746

Downtown Main Street board and officer roles and responsibilities:

Board Members:

1. Regularly attend board meetings and other meetings as called by the board.
2. Active participant at events, whether as a volunteer or attendee.
3. Work closely with other board members to develop ways to move the organization forward and to be financially sustainable.
4. Participate in the fundraising efforts of the organization.
5. Help recruit additional volunteers for the board, committees, or special projects.
6. Volunteer to take on projects and complete them in a timely manner.
7. Stay informed about committee projects, prepare for meetings, and review and comment on minutes and reports.
8. Actively support the organization and positively promote its activities.
9. Develop policy and procedures to keep the organization accountable.
10. Participate in the development of yearly work plans, strategic organizational plans, and any other planning to help the organization grow.
11. Work as an ambassador for the organization and collaborate with other organizations, the city, and other leaders.

President of the Board:

1. Serves on the board of directors.
2. Be a partner with the managing staff of the organization to fulfill the mission of the organization.
3. Provide leadership to the board of directors.
4. Preside over the meetings of the board after developing an agenda.
5. Encourage the board's role in strategic planning.
6. Help select chairpersons of committees, in consultation with other board members.
7. Help guide and mediate board actions with respect to organizational priorities and governance concerns.
8. Monitor financial planning and financial reports.
9. Play a leading role in the fundraising activities of the board.
10. Annually evaluate the performance of the organization in achieving its mission.
11. Perform other responsibilities assigned by the board.

Vice President of the Board: *This position is typically successor to the President position. In addition to the responsibilities outlined in the President job description, this position:*

1. Serves on the board of directors.
2. Perform responsibilities of the president when the president cannot be available (see president's job description above).
3. Report to the president of the board.
4. Work closely with the president and any staff for the organization.
5. Participate closely with the president to develop and implement officer transition plans.
6. Perform other responsibilities as assigned by the board.

Secretary of the Board:

1. Serves on the board of directors.
2. Maintain records of the board and ensures effective management of organization's records.
3. Manage minutes of the board meetings
4. Ensure minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

Treasurer of the Board:

1. Serves on the board of directors.
2. Manage the finances of the organization.
3. Administer fiscal matters of the organization
4. Provide annual budget to the board for member's approval.
5. Ensure development and board review of financial policies and procedures.
6. Provide monthly reports to the board reviewing the finances for each month.

Downtown Main Street Board Meetings

Downtown Main Street's board meetings are held the 3rd Tuesday of every month at 5:30pm in the Downtown Coffee Shop.

Downtown Main Street
Board Meeting Agenda
June 17, 2015 at 5:30pm

Consent Agenda	Tom	5 minutes
<i>*Includes May board minutes, committee reports, staff report, treasurer's report</i>		

Old Business:

Organization:

- | | | |
|----------------------|-----------|------------|
| 1. Review of By-laws | Tom Byers | 10 minutes |
| 2. Ask Letter Status | Tom Byers | 5 minutes |

Promotion:

- | | | |
|----------------------------------|-------------|-----------|
| 3. Dine for Downtown update | Devon Lyman | 5 minutes |
| 4. Dancing with Our Stars update | Devon Lyman | 5 minutes |

Design:

- | | | |
|-------------------------------|---------------|-----------|
| 5. Train Float | Alice Redding | 5 minutes |
| 6. Artistic Bike Racks update | Bill Bowman | 5 minutes |

New Business:

- | | | |
|-----------------------------------------|-------------|------------|
| 1. CCHS Bike Ride | Tom Byers | 5 minutes |
| 2. Taste of Downtown Main Street update | Devon Lyman | 5 minutes |
| 3. Nominating Committee report | Abby Lucas | 5 minutes |
| 4. Recommendation from Design Com. | Bill Bowman | 10 minutes |

Nothing to report for Economic Restructuring this month.

Board Member update:

Adjourn:

Next meeting: July 15th at 5:30pm at the Downtown Coffee Shop

Downtown Main Street
June 17, 2015
Board Meeting Minutes

Attendance: Tom Byers, Alice Redding, Shirley Maxwell, Dominic Hanson, Devon Lyman, Abby Lucas, Hilery Thomas, Bill Bowman, Larry Nickels, Sally Mae Arnold
Ex-officio: Mayor Susan Holt, Beverly Right, Paul Stevens, and Aaron Nightly

President Tom Byers opened the meeting at 5:30pm.

Tom Byers presented a review of by-laws. He suggested Section I of Article II be removed and we re-number the remaining sections. Agreed to table and discuss further. Tom Byers is to inquire as to whether or not we are required to have annual meeting. Re-word to state that, our last meeting each year is our annual meeting, as a suggested way to accommodate any requirement to have an annual meeting.

Article III, Section 1, change name of local organization to CLEDO and add county-ED person's name. Tom Byers also noted to add CC Visitors Bureau and Mayor. Section 2 of Article III, replace "not less than 3" to "not less than 2."

Article IV, Section 1, Downtown Main Street does not have two VPs, but Tom Byers notes we should try to comply. Section 2, B.; remove "president elect."

Article VI, Section 6, Bonding, Downtown Main Street does not currently have bonding. The Treasurer reconciles the bank statements and the Treasurer, Tom Byers and Devon Lyman are the three individuals looking at the finances of Downtown Main Street. Bill Bowman asked if anything in the bylaws notes three people should be looking at books. Tom Byers noted we need to check if Indiana requires bonding for a nonprofit. Tom Byers maintains Downtown Main Street's books have always been low enough to avoid an audit. Section V, Annual Audit, we have not done for many years. Tom Byers noted we need to comply with Article VI, Section 5 to either have an annual audit or review conducted by a public accountant, or do an internal review of the finances. Sally Mae Arnold noted we could form a finance committee to fulfill the requirement, and we have always had a CPA on board or as president. Tom Byers will set up some kind of audit by end of year.

Article IX, change effective date to current.

The board will look over the proposed revisions to the by-laws and this matter will be discussed again at the next board meeting.

Bike racks, Bill Bowman noted the weather has hampered the status of Jim Galbreath to access installation costs.

DWOS

Devon Lyman has lined up 16 dancing couples and noted that two are maybes. She set the date as Oct. 4 at the airport hangar, which is a large space. She's shooting for 450-500 people but figures space can hold 600 people. She asked the top 6 of previous year dancers to dance again. She's already getting requests for 2/3 table reserves. She has an April 16 meeting with dancers. Krista Slusser and Judy have been helping. Talk of the Town is scheduled. She aims to be sold out by June. The website is half updated, including latest art installations. She expects double attendance and voting so hopefully double the money is raised. She expects corporate tables to be a big sellout.

Train Float: We have received a letter from Chris Armstrong confirmed that the city is willing to take possession of the train and dispose of it or give it to the Roosters or some other non-profit. Larry Nickels made a motion and Hilery Thomas seconded, motion passed. Downtown Main Street can then move all items out of current storage unit, which is falling apart.

CCHS Bike Ride: Saturday May 10 plans to use Depot. Need certificate of insurance noted.

Taste of Cass County: Date set for Saturday, Aug 9. \$3500 in sponsors so far.

Nominating committee: Abby Lucas says they have not talked to anyone yet but noted possible candidates.

Design committee asked for help with Todd Lands' building. Downtown rules state no vinyl siding should be used but Todd has gotten a variance. Since then, planning commission has changed rules. Paul Stevens noted Todd's approved for siding. Devon Lyman noted the building does not appear structurally sound. Based upon board discussion, it appears there may be several buildings which might soon face similar problems. Due to lack of motion, no action was taken.

Ask letters have been sent and we received \$1005 so far. CDL Industrial was largest donor at \$500. One board member has made a contribution.

Meeting was adjourned at 6:35pm.

Minutes submitted by Hilery Thomas, Secretary

Attachment B: Committees

Committees and Meeting Dates for Downtown Main Street

Organization/Board of Directors: **Please note that the agenda and minutes from the board meeting are already attached and cover the Organization Committee Agenda and minutes.*

The Board of Directors serve as the Organization committee. They meet the 3rd Tuesday at 5:30pm

Design:

They meet the 4th Thursday at 11:30am

Promotion:

They meet the 1st Monday at 6:00pm

Economic Restructuring:

They meet the 2nd Tuesday at 10:00am

Downtown Main Street
Design committee
AGENDA

Call to order

Old Business:

Approve January 22, 2015 minutes

1. Flowers – Dave Schultz
2. Green & Clean – Sam Smith
3. Topiaries Thomas Park – Dave Schultz

New Business:

1. TIF – Lillian Matthews

Additional Comments:

Adjournment:

Next Meeting: March 26, 2015

Downtown Main Street

Design committee

February 26, 2015

Minutes

Call to order: Terry Polen called the meeting to order at 11:30am.

Members present: Shane Donovan, Sherri Mertz, Eric Tomlinson, Barb Watters, Dave Schultz, Sam Smith, Lillian Matthews, Alice Redding, and Bill Bowman

Old Business:

Alice Redding made a motion to approve the January 22, 2015 minutes and Barb Watters seconded. All approved, motion passes.

Flowers: Dave Schultz gave a report on the downtown flowers. They have everything picked out and are cleaning up the flower pots to get ready for this spring. He asked if at the next meeting the group could decide when we want to plan them and if we can plan a special planting day event to get community members to help. All agreed and Terry Polen said he would add it to the agenda for March 26th.

Green & Clean Day: Sam Smith reported on the Green & Clean Day coming up May 16th beginning at 8:00am and going through 12:00pm. Groups have signed up to help. A map has been created as to where we need volunteers and our areas of focus this year. He suggested adding the flower planting day to this date if the group doesn't think it is too early to plant flowers. The group agreed that May 16th would be a good day to plant the flowers, so it was decided to go with that option.

Topiaries Thomas Park: Dave Schultz reported that the topiaries have been covered for the winter. They have found a new company who will maintain the topiaries and they have volunteered their services, so it will not cost the group anything. He does think that we should do something special to recognize their contribution. The group agreed and will brainstorm some ideas.

New Business:

Tax Increment Financing district: Lillian Matthews reported that they have met with the City and Economic Development. It was decided an informational meeting should be planned for the public to talk about all that is involved with a TIF. They will be working on a date and we will provide input as needed.

Additional Comments: None

Adjournment: 12:35pm

Next Meeting: March 26, 2015

Downtown Main Street
Economic Restructuring committee
June 9, 2015
AGENDA

Call to order:

Old Business:

Approve May 12, 2015 minutes

1. Business Guide – Shirley Maxwell
2. Incentive Program – Linda King
3. Partner project with Downtown Economic Development – Paul Stevens

New Business:

1. Upper Story Housing project – Abby Lucas

Additional Comments:

Adjournment:

Next Meeting: July 14, 2015

Downtown Main Street
Economic Restructuring committee
June 9, 2015
Minutes

Call to order: Gary Klinck called the meeting to order at 10:00am

Members present: Gary Klinck, Sarah Shidler, Pat Cookery, Bobbi Franks, Shirley Maxwell, Linda King, Abby Lucas, and Paul Stevens.

Old Business:

Linda King made a motion to approve the May 12th, 2015 minutes. Bobbi Franks seconded the motion. All approved and the motion passed.

Business Guide: Shirley Maxwell and Paul Stevens gave a report that the sub-committee working on the Business Guide met last Tuesday. All of the partners for the project have been invited to work on this project. The next meeting will be July 15th at the Economic Development offices.

Incentive Program: Linda King reported that the Incentive Program brochure has been sent to the City to begin printing so all groups who need copies can begin getting them out. It has been a great project and so many organizations and entities have come together to get this project complete.

Partner project with Downtown Economic Development: Paul Stevens reported that his board has agreed to partner with Downtown Main Street in providing resources and man power to host the new Pop Up Shop program. This will be an official project of this Committee and a few members from the Board to begin putting together the first pieces.

New Business:

Upper Story Housing project: Abby Lucas reported that she has met with the realtor group to see if there would be any interest in being part of this partnership to showcase upper story housing in the downtown. The group will discuss and contact Abby next week.

Additional Comments: None at this time

Adjournment: Meeting was adjourned at 11:07am

Next Meeting: July 14, 2015

Downtown Main Street
Promotion committee
April 6, 2015
AGENDA

Call to order:

Old Business:

Approve March 2, 2015 minutes

Taste Event – Devon Lyman

Celebrate the City – Dawn Snyder

Cross promotional advertising – Sara Stockton

New Business:

Ribbon cutting ceremony – Devon Lyman

Years in business celebration – Dawn Snyder

Additional Comments:

Adjournment:

Next Meeting: May 4, 2015

Downtown Main Street
Promotion committee
April 6, 2015
Minutes

Call to order: Devon Lyman called the meeting to order at 6:00pm.

Members present: Devon Lyman, Dawn Snyder, Sara Stockton, and Robert Holladay

Old Business:

Dawn Snyder made a motion to approve the March 2nd minutes and Sara Stockton seconded. All approved and the motion passed.

Taste Event: Devon Lyman gave a report about where we were with sponsors and vendors for this year's Taste event. We already have 5,000.00 in for sponsors, but only have 5 vendors signed up for the event on August 15. It was decided that the group needed to do a push for vendors next week.

Celebrate the City: Dawn Snyder reported that everything was set for the May 21st event. We just need volunteers, so we will take that to the next board meeting to see if we can get any additional volunteers to help serve cake and help with the games.

Cross promotional advertising: Sara Stockton reported that she met with the newspaper and radio stations and they have agreed to give a price break for the promotion. The next step is to set up a meeting with business owners to get folks to sign up to participate. We will work on setting up a date after the Celebrate the City event.

New Business:

Ribbon cutting ceremony: Devon Lyman asked the group if we would want to partner with the Chamber on ribbon cuttings for downtown merchants. It was discussed and agreed to find out more and be a partner on this.

Years in business celebration: Dawn Snyder asked the group if we would want to celebrate business anniversary dates. The group thought that would be a good idea and she will put together her a plan to bring to the next meeting.

Additional Comments: None at this time

Adjournment: Meeting was adjourned at 6:58pm

Next Meeting: May 4, 2015

Attachment C: Organizational Documents

Downtown Main Street work plans

Mission Statement:

Downtown Main Street, Inc. is a nonprofit organization dedicated to strengthening partnerships, supporting businesses, and attracting visitors while building community relationships to promote a vibrant downtown district.

Questions to ask with each project:

1. Does it fit DMS's mission?
2. Does it make money? Is it supposed to make money?
3. Is it feasible for the organization?
 - a. Do we have the needed resources and time?

Goals for the Board of Directors

These goals work for both the board and the organization committee.

Goal 1: Strengthen partnerships

Goal 1: Accountability of the board/organization and financial sustainability of the organization

1. Meet or exceed budget needs
 - a. Increase membership
 - b. Increase sponsorship
 - i. Community investors
 - ii. Events
 - c. Prioritize objectives
 - d. Potential grant solicitation
2. Build a strong Board and Committee Structure
 - a. Work Plans
 - b. Budgets
 - c. Policy
 - d. Deadlines

Goal 2: Promote the downtown as a destination

Goal 3: Define and promote who we are internally and externally

1. Consistent logo/branding!
2. Mission
3. Board Vision
4. Indiana Main Street community
5. Downtown organization

Goal 4: Enhance the work of the Board with Volunteers

1. Community participation
2. Community recruitment by the board

Goal 5: Strengthen partnerships

Organizational Structure:

Board (Organization Committee)
Promotion
Economic Restructuring/Development
Design

Organization Committee:

Purpose: The purpose of the organization committee is vital in keeping the board, committees, and overall program sustainable. It is the foundation of a good Main Street group. This committee takes responsibility for managing the financial and logistical aspects of a nonprofit organization.

Project 1: Review of by-laws

Who: Allison, Tara, Jamie, Marla, Susan

Task 1: Send out by-laws to group

Who: Susan

When: Friday

Task 2: Meet to discuss by-laws and make revisions

When: Prior to June meeting

Task 3: Have recommendations ready for board review

When: By June meeting

Who: Susan

Cost: None for this portion

Task 4: Board conducts final vote

When: August meeting

Who: Board

Cost: None

Project 2: Consistent logo/brand for DMS

Who: Susan, Jamie, Tara

When: Have some ideas for June board meeting

Cost: \$1,000.00

Project 3: Work with promotion committee on creating a fundraising event.

Task 1: Determine if we can take a current event(s) to grow into the organization's fundraising event(s) or if a new event needs to be created.

Tasks after event:

Task 1: *Evaluate 2015 event*

Who: Board

When: At September board meeting

Cost: None for this portion

Task 2: *Create a binder for the event that includes all information needed to have the event each year. Keep in mind the binder should keep information in it that can be used by another person so it can continue year after year no matter who the event chair is.*

Who: Board

When: Needs to be determined.

Cost: None for this portion.

Project 4: Manage finances of the organization

Task 1: *Develop a financial management policy to include: accountability of funds, the process and procedure to handle the finances, the development of an annual budget.*

Who: Board

When: Ongoing

Cost: None at this time

Project 5: Promote Organization - ongoing

Task 1: *Continue current ways the organization promotes itself: website and Facebook and determine additional methods to promote the organization (ex. letters to editor, radio station programs, speaking at Rotary, Lions Club, etc.)*

Who: Board

When: Ongoing

Cost: None for this portion

Project 6: Work plans and budget – this will be an ongoing project that the board will spearhead each year.

Task 1: *Determine projects for each committee, set work plan, and develop budget*

Who: Board

When: October 31, 2015 for 2016 Plan

Cost: None for this portion

Project 7: Reporting to Indiana Main Street

Reports are mid-year and annual.

Task 1: *Review report and determine which committee can handle what portions of the report.*

Who: Board

When: When reports are due.

Cost: None for this portion.

Promotion Committee:

Purpose: The purpose of the promotion committee is to PROMOTE downtown as the center of commerce, culture, and community life for residents and visitors. The promotion committee must think outside of the box to get people to shop and visit downtown.

Existing Events:

1. Limestone Heritage
 - a. July 4th Parade
2. Christmas Parade
3. BBQ @ Quarry
 - a. Fundraiser for fireworks
4. Summer Arts Festival
 - a. 2015 1st year
5. Farmer's Market
6. Replica of historic buildings
 - a. Sell as a fundraiser
 - b. Occasional
7. Murder Mystery
8. Taste of Event
9. Celebrate the City
10. Downtown Clean and Green Day

New event ideas or possible partner events:

1. Cruise-Ins
 - a. Identify organizers
2. Local Black Friday (partner with Economic Restructuring)
3. October Fest
4. Newspaper partnership for joint business advertising (partner with Economic Restructuring)
5. Downtown Welcome Basket/Informational flyer/Guide (partner with Economic Restructuring)

Economic/Business Development Committee:

Purpose: The purpose of the economic development committee is to identify new market opportunities for the traditional commercial district, find new uses for historic commercial buildings, and stimulate investment in property. The committee also works with existing businesses in retaining them in the downtown.

Possible ideas:

1. Business Startup guide (checklist, etc. written brochure, bring together everyone in the community who would have a piece to this)
 - a. Kokomo has an online version
 - b. Pieces to the puzzle:
 - i. Zoning
 - ii. Planning
 - iii. Building Codes
 - iv. ADA Compliance
 - v. Business license permits
 - c. Partners:
 - i. City
 1. Mayor
 2. Planning and Zoning
 3. Street Department
 4. Utilities
 5. Redevelopment Commission
 6. Historic Review
 7. Business and Community Development
 8. City Attorney
 - ii. County Government
 1. Council
 2. Commissioners
 - iii. Chamber
 - iv. BRI
 - v. Growth Council
 - vi. County Tourism
 - vii. Board of Realtors
 - viii. Community Corrections
 - ix. Schools
2. Newspaper partnership for joint business advertising (partner with Promotion)
3. Downtown Welcome Basket/Informational flyer/Guide (partner with Promotion)

Design Committee:

Purpose: The purpose of the design committee is in shaping the physical appearance/image of downtown to shoppers, investor, business owners, and visitors. This is the visual component of the Main Street Approach and very vital to the success of the program.

Projects:

1. Workshops
 - a. Preservation
 - i. Windows
 - ii. Limestone cleaning
2. TIF
3. Bike racks
4. Replica Series
5. Tour and Brochure of Square
6. Self-guide tours
 - a. From existing tours

Possible projects:

1. Facade Program

Downtown Main Street Bylaws

ARTICLE I – GENERAL

Section 1 NAME

This organization is incorporated under the laws of the State of Indiana and shall be known as the Downtown Main Street, Inc. hereinafter called “DMS.”

Section 2 PURPOSE

Downtown Main Street, Inc. is a nonprofit organization dedicated to strengthening partnerships, supporting businesses, and attracting visitors while building community relationships to promote a vibrant downtown district.

Section 3 AREA

The DMS area shall mean to include all structures, attractions, and properties north of the Wabash River, south of the Eel River, east of the convergence of those two rivers, and west of 8th, all of which references identify locations within the city limits of Downtown, Indiana.

Section 4 LIMITATION OF METHODS

DMS shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II – MEETINGS

Section 1 ANNUAL MEETING

The annual meeting of DMS shall be held as soon as practicable after the close of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each volunteer and contributor at least 10 days before said meeting. In addition, notices will be publicized for all who live or work in the DMS area.

Section 2 ADDITIONAL MEETINGS (Board Meetings and Committee Meetings)

Special or emergency Board meetings may be called by the President at his or her pleasure or by the Board of Directors upon written application of five (5) directors of the Board. Notice (including the purpose of the meeting) shall be given to each director at least (2) days prior to said meeting.

Committee meetings may be called at any time by the President, respective divisional vice-chair, or by the committee's leader.

The Board of Directors shall meet not less than quarterly at such times as may be determined by said Board, at which time the actions of the Executive Committee shall be reviewed. Any meetings of the Board, either regular or special, may be canceled upon affirmative vote of the Board.

The Executive Committee shall meet at such times as may be determined by said committee, and shall also meet upon call of the President. Due notice shall be given each member of the Executive Committee at least 24 hours prior to any called or regular meeting, except in extreme cases of emergency.

Section 3 QUORUM

At a meeting of the Board of Directors, seven (7) Directors present in person or by telephonic or electronic connection, four (4) of whom must be voting members, shall constitute a quorum.

At an Executive Committee meeting, three (3) Officers present in person or by telephonic or electronic connection shall constitute a quorum.

Section 4 NOTICES, AGENDA, MINUTES

Written notice of all DMS and Board meetings must be given at least two (2) days in advance. An advance agenda and minutes must be prepared for all Board meetings.

Any individual or business within the DMS area can bring business to the Board of Directors for consideration. The Board of Directors is the only governing body.

ARTICLE III – BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of not less than 12 nor more than 18 voting Directors, one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The immediate past-president of the Board shall also maintain a seat on the board for a term of one (1) additional year or the length of her or his regular term on the Board, whichever is greater. The remaining number shall include the following ex officio positions, having voice but no vote: the President of the Downtown County Chamber of Commerce, the President of the Downtown County Economic Development Foundation, and the Association's administrator.

The voting Directors of the Board shall ideally include at least one (1) Director from each of the following categories: commercialists or retailers, residents, landlords, financial institutions, professions, consumers and tenants. Such Directors are not "representatives," *per se*. No director shall be expected or assumed to speak for more than her or himself and her or his company or organization.

Directors or their company or organization must contribute funds to DMS and either reside or work in Downtown County.

The government and ends and executive limitation policy-making responsibilities of DMS shall be vested in the Board of Directors.

Section 2 SELECTION AND ELECTION OF DIRECTORS

Prior to the April Board meeting, a Nominating Committee of not less than three (3) nor more than five (5) Directors shall be appointed by the President of the Board. The Nominating Committee shall select a slate of candidates to fill positions of those Directors whose terms are expiring. The names of the candidates will be presented to the Board during their next regular meeting. At the next regular meeting, the Board of Directors may nominate other candidates for Directors of DMS. A vote of the Board of Directors will take place to determine new Directors.

No person may be elected to the Board for more than two (2) consecutive terms.

Section 3 SEATING OF NEW DIRECTORS

All newly elected Directors shall be invited to attend any regular Board meeting following their election and shall become voting Directors at the first meeting of their terms. Retiring Directors shall continue to serve until the new Directors are seated.

Section 4 VACANCIES

A voting Director of the Board who shall be absent and unexcused from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a

majority vote of those voting at any meeting thereof, providing a quorum is present.

Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote, upon recommendation of the President of the Board. Such vacancies shall be filled in this manner until the next regular election only, at which time Directors shall be elected for the remainder of any unexpired term or terms.

Section 5 POLICY

The Board of Directors is responsible for establishing ends and executive limitations policies of DMS. They are also responsible for monitoring the performance of DMS with respect to such policies. "Ends policies" are those formal expressions of the Board which establish what benefits will occur for which people at what cost as a result of Association operation. "Executive limitation policies" are those formal expressions of the Board which describe the prudent and ethical boundaries for staff actions, practices and circumstances.

Section 6 MANAGEMENT

The Board of Directors may employ an Administrator and shall fix the Administrator's salary and other considerations of employment. It shall be the Administrator's responsibility to develop and execute programs and policies which will prudently accomplish the ends identified by the Board. All board authority delegated to staff is delegated through the Administrator, so that all authority and accountability of staff – as far as the Board is concerned – is considered to be the authority and accountability of the Administrator. In the absence of an Administrator, whether by design or by chance, the Board shall act in the capacity normally expected of an administrator.

Section 7 CONTRACTS

No representative of DMS has authority to enter into any contract agreement with any person or business on DMS behalf without prior approval from the Board of Directors.

Section 8 INDEMNIFICATION

DMS may, by resolution of the Board of Directors, provide for indemnification by DMS of any and all of its Directors or former Directors against expenses actual and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of DMS, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE IV – OFFICERS

Section 1 DETERMINATION OF OFFICERS

The Board of Directors, as soon as possible following the election of a new Board, shall elect officers from the slate presented by the President-elect. At this meeting, the Board shall confirm the President of the Board and elect a President-elect, as many Vice-Presidents as is deemed necessary to conduct the activities of DMS (such number not to be less than two nor greater than five), and the Secretary-Treasurer (or a Secretary and a Treasurer). Officers will be elected from voting Directors of the new Board. All voting officers shall serve a term of one (1) year at the pleasure of the President of the Board and, barring the expiration of their board terms, may succeed themselves at the pleasure of a subsequent administration.

Section 2 DUTIES OF OFFICERS

A. President of the Board. The President of the Board shall serve as the chief elected officer of DMS and shall preside at all meetings of the Board of Directors and Executive Committee. The President of the Board shall assign Vice- Presidents to divisional or committee responsibility, subject to approval by the Board of Directors.

B. President-Elect. The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President of the Board.

The President-Elect of the Board shall be designated President for the year succeeding the year for which he or she was elected President-Elect. The President-Elect may also serve in the capacity of Vice-President, with the approval of the Board, but shall not exercise more than one vote at Board or Executive Committee meetings.

C. Vice-Presidents. The duties of the Vice- Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors.

D. Secretary. The Secretary shall be responsible for causing appropriate documentation of all activities of DMS to be kept, such documentation to include but not be limited to minutes of meetings, contribution records, newsletters, regular correspondence, media releases, and notices. These duties may be delegated to staff.

E. Treasurer. The Treasurer shall be responsible for causing proper financial records to be kept and depositing such records with the Secretary. These duties may be delegated to staff.

F. Administrator. The Administrator shall be responsible for executing the direction of the Board of Directors. The Administrator shall be hired by a majority vote of the Board of Directors. At such times as the Administrator's position is vacant, whether by design or chance, such vacancy shall not impede the operation of DMS's Board or Executive Committee, nor shall such vacancy be deemed to impede the effects of these bylaws.

Section 3 EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President of the Board, Past-President, President-Elect, Vice-Presidents, Secretary-Treasurer and the Administrator. The President of the Board will serve as Chair of the Executive Committee.

Section 4 INDEMNIFICATION

DMS may, by resolution of the Board of Directors, provide for indemnification by DMS of any and all of its officers, or former officers as spelled out in Article III, Section 8 of these by-laws.

ARTICLE V – COMMITTEES AND DIVISIONS

Section 1 APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The President may appoint such *ad hoc* committees and their leaders as deemed necessary to carry out the programs of DMS. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the contemporaneous Board, unless a shorter term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make reports to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2 LIMITATION OF AUTHORITY

No action by any committee, division, employee, director or officer shall be binding upon, or constitute an expression of the policy of DMS until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it may be incumbent upon the committee leaders and the Administrator or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Section 4 DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of DMS.

The Board shall authorize and define such entities as it deems advisable to facilitate DMS's program of work and shall define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall assist such divisions, bureaus, departments, councils, or subsidiary corporations in establishing goals.

ARTICLE VI – FINANCES

Section 1 FUNDS

All money paid to DMS shall be placed in a general operating fund, unless other directions have been issued by the Executive Committee or the Board of Directors.

Section 2 DISBURSEMENTS

Upon approval of the budget, the President and/or the Secretary-Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3 FISCAL YEAR

The fiscal year of DMS shall close at midnight on June 30.

Section 4 BUDGET

Annual planning will be scheduled at such a time as to allow the annual budget to be presented to the Board of Directors by the May meeting, for ratification by the June meeting.

Section 5 ANNUAL AUDIT

The accounts of DMS shall be submitted annually to either an audit or a review conducted by a public accountant or an audit review committee made up of the Secretary-Treasurer and two (2) Directors. The audit or audit review shall at all times be available to individuals or businesses represented by the organization within the offices of DMS.

Section 6 BONDING

The Secretary-Treasurer and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by DMS.

ARTICLE VII - DISSOLUTION

Section 1 PROCEDURE

On dissolution of DMS, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in the IRS Section 501 (c) (3).

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the Charter or By-Laws of DMS.

ARTICLE IX - EFFECTIVE DATE

These by-laws, as amended, shall become effective on April 2, 2008.

ARTICLE X - AMENDMENTS

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing, at least two (2) days in advance of the meeting at which they are to be acted upon.

In the event that state or federal law shall necessitate the modification of these by-laws, in form or in substance, the Secretary-Treasurer shall cause such revisions and only such revisions to be made and presented to the Board at its next meeting, provided the Board can be served with at least one day's notice of the required changes. At such time the Board shall either approve the changes or arrange for legal counsel to investigate the matters concerned.

Sample Budget

Income

	Budgeted	Actual	
WPF Grant	\$5,000.00		
Membership	\$10,500.00		
Fundraising/Events	\$25,000.00		
Other fundraising	\$10,500.00		
<u>Total</u>	\$51,000.00		

Expenses

	Budgeted	Actual	
Rent for office	\$1,000.00		
Education	\$500.00		
<u>Design</u>	\$5,000.00		
Bike racks	\$3,500.00		
Trash cans	\$1,000.00		
Educational trainings	\$500.00		
<u>Promotion</u>	\$14,000.00		
Taste event	\$5,000.00		
Christmas event	\$3,500.00		
Advertising	\$5,500.00		
<u>Economic Restructuring</u>	\$2,500.00		
Business workshops	\$2,500.00		
<u>Staff</u>	\$20,000.00		
<u>Total</u>	\$43,000.00		
<u>Variance</u>	\$8,000.00		